

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

IN RE UNITEDHEALTH GROUP
INCORPORATED SHAREHOLDER
DERIVATIVE LITIGATION

Master File No 06-cv-1216 JMR/FLN

DECLARATION OF JAY W. EISENHOFER
IN SUPPORT OF LEAD PLAINTIFFS' MOTION FOR AN AWARD OF
ATTORNEY FEES AND REIMBURSEMENT OF EXPENSES

I, JAY W. EISENHOFER, declare as follows:

1. I am a Managing Partner of the law firm of Grant & Eisenhofer, P.A.. I am submitting this Declaration in support of my firm's application for an award of attorney fees in connection with services rendered on behalf of Lead Plaintiffs in this action and for reimbursement of expenses incurred by my firm in the course of this litigation related to the investigation, prosecution, mediation, and settlement of claims.

2. My firm has acted as counsel for Lead Plaintiffs as a member of the court-appointed Lead Plaintiffs Coordinating Committee.

3. My firm's compensation for the services rendered in this case on behalf of Lead Plaintiffs was wholly contingent on the success of this litigation, and the firm was totally at risk that it would not receive any

compensation for prosecuting the claims of Nominal Defendant

UnitedHealth Group Incorporated against Defendants.

4. All attorneys, paralegals and law clerks at my firm are instructed to keep contemporaneous time records reflecting the time spent on this and other matters.

5. During the period from the inception of the case through the final approval proceedings, Grant & Eisenhofer has been involved, among other things, in the following activities, as set forth in greater detail in the Declaration of Federal Plaintiffs' Derivative Counsel in Support of Motion for Final Approval of the Settlement and the Motion for an Award of Attorney Fees and Reimbursement of Expenses:

- Researched, drafted, and filed the initial complaints of the Connecticut Retirement Plans and Trust Funds, the Public Employees Retirement System of Ohio and the State Teachers' Retirement System of Ohio.
- Participated in the drafting of the Verified Consolidated Amended Derivative Action Complaint.
- Drafted Preliminary Injunction papers.
- Participated in the drafting of papers supporting a motion for partial summary judgment, and drafted reply papers in support of that motion.

- Briefed the response to Defendants' Motion to Dismiss Lead Plaintiffs' Amended and Consolidated Verified Derivative and Class Action Complaint.
- Prepared discovery request to Defendants and document subpoenas to numerous non-parties
- Reviewed, coded and analyzed millions of pages of documents produced by Defendants, UnitedHealth, and third parties.
- Prepared and responded to numerous discovery motions, including three Motions to Compel and a Motion to Consolidate Discovery.
- Prepared and responded to Motion to Intervene and Motion for a Partial Stay of Discovery of the United States of America.
- Prepared briefing relating to the Motion for Preliminary Injunction.
- Produced and maintained both a detailed procedural chronology of the case, and a factual chronology developed through the documents produced to and reviewed in discovery.
- Prepared briefing pertaining to Lead Plaintiffs' Partial Summary Judgment.
- Prepared for and participated in meetings with the Special Litigation Committee (SLC) regarding the progress of the litigation and the ways that Lead Plaintiffs could assist the SLC in connection with its investigation.
- Prepared materials for, and participated in multiple mediation session with Defendants, UnitedHealth, and the SLC.

- Prepared briefs to the Minnesota Supreme Court pertaining to this Court's certified question.
- Worked to develop suggestions for corporate governance reforms. Secured corporate governance reforms from UnitedHealth through negotiations with the Company's counsel.
- Participated in the drafting of settlement papers and the motion and memorandum for preliminary and final approval of the settlement.

6. The total number of hours spent on this litigation by my firm by its attorneys and other professional support staff through December 31, 2008, is 10,019.20. I have attached as Exhibit A a schedule containing a detailed summary that indicates the amount of time spent by each partner, associate, and other professional support staff of my firm who were involved in this litigation, including the number of hours worked, their rates, and their respective lodestar values based on current billing rates. Exhibit A was prepared from contemporaneous daily billing records prepared and maintained by my firm, which are available at the request of the Court. None of the time included in this fee application represents any work done in connection with preparing this Declaration.

7. All of the services by Grant & Eisenhofer in connection with this litigation were reasonably necessary in the prosecution of this case. There has been no unnecessary duplication of services for which my firm now seeks compensation.

8. During the period from inception of this litigation through December 31, 2008, Grant & Eisenhofer incurred unreimbursed expenses in connection with this litigation in the total amount of \$220,209.01. These expenses were reasonably and necessarily incurred in connection with this litigation and are detailed in the chart attached to this Declaration as Exhibit B.

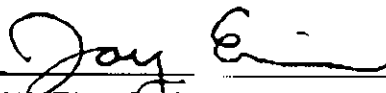
9. The expenses incurred pertaining to this litigation are reflected on the books and records of this firm maintained in the ordinary course of business. These books and records are prepared from bills from vendors and suppliers; detailed records of in-house expenses; and canceled checks, expense vouchers, and other source materials. They are an accurate record of the expenses incurred.

10. This Declaration only provides the Court with time and expense information through December 31, 2008. Additional time and

expenses will be incurred in connection with the final hearing and any post-judgment requirements.

11. A biography of my firm and its attorneys who were involved in this litigation is attached to this Declaration as Exhibit C.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this ____ day of January, 2009 in Wilmington, Delaware.



Jay W. Eisenhofer